

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

June 13, 2000

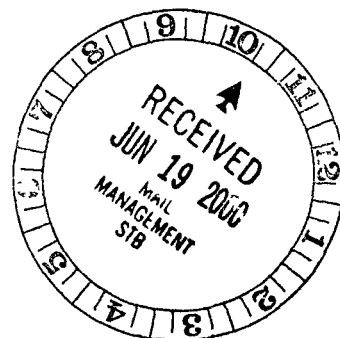
RECORDATION NO. **20369-0** FILED

JUN 19 '00

3-30 PM

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SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Schedule No. 13 dated as of June 2, 2000 ("**Termination**"),
by Helm Financial Corporation ("**Lessor**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor:

Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Equipment:

Four (4) locomotives as more fully described
in Exhibit A attached hereto.

Previous STB Filing:

Schedule No. 13 filed on July 19, 1999 at
1:00 p.m. under Recordation No. **20369-L**.

Please file this Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)

OFFICE OF THE
SECRETARY
RECEIVED
JUN 19 2000
UNIT
SURFACE TRANSPORTATION
BOARD

TERMINATION OF SCHEDULE

JUN 19 '00

3-30 PM

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF SCHEDULE ("Termination") is dated as of June 2, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into Schedule No. 13 dated as of January 9, 1998 to it's Master Locomotive Lease Agreement dated as of May 1, 1995 ("Lease") with the UNION PACIFIC RAILROAD COMPANY, a Nebraska corporation ("Lessee"), with respect to the four (4) locomotives described in Exhibit A attached hereto ("Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 20369-L filed on

a) ~~November~~ 19, 1999 at 1:00 p.m.
July

The Lease was terminated as of September 30, 1999. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. Termination. The Lease for the Units is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due authority, has caused this Termination to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

a) BY: John F. Dains

Print Name: John F. Dains

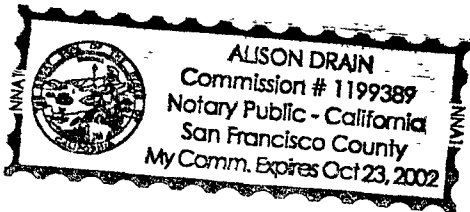
Title: Senior Vice President and
Chief Financial Officer

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 15th, 2000, before me, Alison Drain, personally appeared John F. Dains, Senior Vice President and Chief Financial Officer, of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

EXHIBIT A

To the Termination of Schedule dated as of June 2, 2000.

The Units:

1. SD40-3: One (1), 3,000 HP, SD40-3 locomotive equipped with extended range dynamic brakes.

New Reporting
Mark & Number:

HLCX 6071

Old Reporting
Mark & Number:

HLCX 5057
(formerly MC 602)

2. SD40-2: Three (3), 3,000 HP, SD40-2 locomotives equipped with extended range dynamic brakes.

New Reporting
Mark & Number:
HLCX 6402

HLCX 6403

HLCX 6404

Old Reporting
Mark & Number:
SP 7522

SP 7450

SP 7418